



**ADMINISTRATIVE PROCEEDING
FILE NO. 3-15862**

**UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**In the Matter of GeNOsys, Inc.,
Respondent.**

**REPOSE TO ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS AND
NOTICE OF HEARING**

FILE NO. 3-15862

GeNOsys, Inc., by and through counsel John R. Berger and Joshua E. Little of and for Durham Jones & Pinegar, P.C., hereby responds to the Order Instituting Administrative Proceedings and Notice of Hearing dated May 5, 2014 as follows:

Paragraph II.A.1: Admit

Paragraph II.B.2: Admit

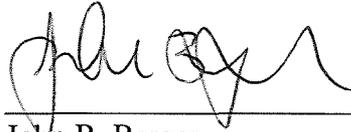
Paragraph II.B.3: GeNOsys admits, but reserves all potential defenses related to any failure to meet deadlines.

Paragraph II.B.4: GeNOsys affirmatively alleges that it is making reasonable and diligent efforts to correct any deficiency and failures to comply. For example, GeNOsys has hired new accounting personnel and is in the process of retaining a new auditing firm and

consultants in order to comply with all rules and regulations as soon as is practical. GeNOsys has received preliminary proposals which indicate potential full compliance within six to nine months. GeNOsys seeks to have this matter positively and favorably resolved as soon as possible.

Paragraphs III A – B: GeNOsys does not believe further proceedings are necessary as it has made and is making the above diligent efforts to comply with all rules and regulations as soon as is practical.

DATED THIS 23rd day of May, 2014



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